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 d/b/a Open Platform, Angud “Ken” Sangha,  
 Clear Technologies Software, Inc., and Appclarity Inc.

UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA

LOCAL VENTURES & INVESTMENTS,  
 LLC, DUSTIN SINKEY, DEREK  
 WATERMAN, and CHASE SMITH,

Plaintiffss,

v.

OPEN FOUNDATION d/b/a Open Platform,  
 ANGUD “KEN” SANGHA,  
 CLEAR TECHNOLOGIES SOFTWARE  
 INC., and APPCLARITY INC.,

Defendants.

OPEN FOUNDATION d/b/a Open Platform,  
 ANGUD “KEN” SANGHA,

Counterclaimants,

v.

LOCAL VENTURES & INVESTMENTS,  
 LLC, DUSTIN SINKEY, DEREK  
 WATERMAN, and CHASE SMITH,

Counterclaim Defendants.

Case No. 3:18-cv-05581-EDL

Hon. Elizabeth D. Laporte

**AMENDED ANSWER TO AMENDED  
 COMPLAINT**

Pursuant to Fed. R. Civ. P. 15(a)(1)(B), Defendants Open Foundation d/b/a Open Platform (“OPEN”), Angud “Ken” Sangha (“Mr. Sangha”), Clear Technologies Software, Inc., and Appclarity Inc. (collectively “Defendants”), hereby submit this amended answer to Plaintiffs Local Ventures & Investments, LLC, Dustin Sinkey, Derek Waterman, and Chase Smith Amended Complaint (the “Complaint”) (Dkt. 33) as follows:

## I. SUMMARY OF ALLEGATIONS

1. Answering Paragraph 1, Defendants deny the allegations in Paragraph 1.
2. Answering Paragraph 2, Defendants deny the allegations in Paragraph 2.
3. Answering Paragraph 3, Defendants admit that OPEN was a “hot topic in the cryptocurrency world” but deny that Plaintiffs had anything material to do with this or with OPEN’s success, deny the other allegations in Paragraph 3.
4. Answering Paragraph 4, Defendants admit that a private initial coin offering occurred on March 24, 2018. Defendants deny the remaining allegations in Paragraph 4.
5. Answering Paragraph 5, Defendants deny the allegations in Paragraph 5.
6. Answering Paragraph 6, Defendants deny the allegations in Paragraph 6.
7. Answering Paragraph 7, Defendants deny the allegations in Paragraph 7.
8. Answering Paragraph 8, Defendants deny the allegations in Paragraph 8.
9. Answering Paragraph 9, Defendants deny the allegations in Paragraph 9.
10. Answering Paragraph 10, Defendants deny the allegations in Paragraph 10.
11. Answering Paragraph 11, Defendants deny the allegations in Paragraph 11.

## II. PARTIES

12. Answering Paragraph 12, Defendants presently lack knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 12, and on that basis deny the allegations therein.

13. Answering Paragraph 13, Defendants presently lack knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 13, and on that basis deny the allegations therein.

14. Answering Paragraph 14, Defendants presently lack knowledge or information

1 sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 14, and on that  
2 basis deny the allegations therein.

3 15. Answering Paragraph 15, Defendants presently lack knowledge or information  
4 sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 15, and on that  
5 basis deny the allegations therein.

6 16. Answering Paragraph 16, Defendants admit the allegations in Paragraph 16.

7 17. Answering Paragraph 17, Defendants admit the allegations in Paragraph 17.

8 18. Answering Paragraph 18, Defendants admit the allegations in Paragraph 18.

9 19. Answering Paragraph 19, Defendants admit the allegations in Paragraph 19.

### 10 III. PARTIES

11 20. Answering Paragraph 20, Defendants state the allegations in Paragraph 20 constitute  
12 legal conclusions to which no response is required. To the extent any response is required,  
13 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
14 allegations in Paragraph 20, and on that basis deny the allegations therein.

15 21. Answering Paragraph 21, Defendants state the allegations in Paragraph 21 constitute  
16 legal conclusions to which no response is required. To the extent any response is required,  
17 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
18 allegations in Paragraph 21, and on that basis deny the allegations therein.

19 22. Answering Paragraph 22, Defendants state the allegations in Paragraph 22 constitute  
20 legal conclusions to which no response is required. To the extent any response is required,  
21 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
22 allegations in Paragraph 22, and on that basis deny the allegations therein.

23 23. Answering Paragraph 23, Defendants state the allegations in Paragraph 23 constitute  
24 legal conclusions to which no response is required. To the extent any response is required,  
25 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
26 allegations in Paragraph 23, and on that basis deny the allegations therein.

27 24. Answering Paragraph 24, Defendants state the allegations in Paragraph 24 constitute  
28 legal conclusions to which no response is required. To the extent any response is required,

1 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
2 allegations in Paragraph 24, and on that basis deny the allegations therein.

3 25. Answering Paragraph 25, Defendants state the allegations in Paragraph 25 constitute  
4 legal conclusions to which no response is required. To the extent any response is required,  
5 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
6 allegations in Paragraph 25, and on that basis deny the allegations therein.

7 26. Answering Paragraph 26, Defendants state the allegations in Paragraph 26 constitute  
8 legal conclusions to which no response is required. To the extent any response is required,  
9 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
10 allegations in Paragraph 26, and on that basis deny the allegations therein.

#### 11 IV. INTRADISTRICT ASSIGNMENT

12 27. Answering Paragraph 27, Defendants state the allegations in Paragraph 27 constitute  
13 legal conclusions to which no response is required. To the extent any response is required,  
14 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
15 allegations in Paragraph 27, and on that basis deny the allegations therein.

#### 16 V. FACTUAL ALLEGATIONS

17 28. Answering Paragraph 28, Defendants presently lack knowledge or information  
18 sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 28, and on that  
19 basis deny the allegations therein.

20 29. Answering Paragraph 29, Defendants presently lack knowledge or information  
21 sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 29, and on that  
22 basis deny the allegations therein.

23 30. Answering Paragraph 30, Defendants presently lack knowledge or information  
24 sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 30, and on that  
25 basis deny the allegations therein.

26 31. Answering Paragraph 31, Defendants presently lack knowledge or information  
27 sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 31, and on that  
28 basis deny the allegations therein.

32. Answering Paragraph 32, Defendants presently lack knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 32, and on that basis deny the allegations therein.

33. Answering Paragraph 33, Defendants presently lack knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 33, and on that basis deny the allegations therein.

34. Answering Paragraph 34, Defendants deny the allegations in Paragraph 34.

35. Answering Paragraph 35, Defendants deny the allegations in Paragraph 35.

36. Answering Paragraph 36, Defendants deny the allegations in Paragraph 36.

37. Answering Paragraph 37, Defendants deny the allegations in Paragraph 37.

38. Answering Paragraph 38, Defendants deny the allegations in Paragraph 38.

39. Answering Paragraph 39, Defendants deny the allegations in Paragraph 39.

40. Answering Paragraph 40, Defendants deny the allegations in Paragraph 40.

41. Answering Paragraph 41, Defendants presently lack knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 41, and on that basis deny the allegations therein.

42. Answering Paragraph 42, Defendants deny the allegations in Paragraph 42.

43. Answering Paragraph 43, Defendants presently lack knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 43, and on that basis deny the allegations therein.

44. Answering Paragraph 44, Defendants deny the allegations in Paragraph 44.

45. Answering Paragraph 45, Defendants deny the allegations in Paragraph 45.

46. Answering Paragraph 46, Defendants deny the allegations in Paragraph 46.

47. Answering Paragraph 47, Defendants deny the allegations in Paragraph 47.

48. Answering Paragraph 48, Defendants deny the allegations in Paragraph 48.

49. Answering Paragraph 49, Defendants deny the allegations in Paragraph 49.

50. Answering Paragraph 50, Defendants admit that Local Ventures received from OPEN a few payments. Defendants deny the remaining allegations in Paragraph 50.

1 51. Answering Paragraph 51, Defendants deny the allegations in Paragraph 51.

2 52. Answering Paragraph 52, Defendants deny the allegations in Paragraph 52.

3 53. Answering Paragraph 53, Defendants deny the allegations in Paragraph 53.

4 54. Answering Paragraph 54, Defendants deny the allegations in Paragraph 54.

5 55. Answering Paragraph 55, Defendants deny the allegations in Paragraph 55.

6 56. Answering Paragraph 56, Defendants deny the allegations in Paragraph 56.

7 57. Answering Paragraph 57, Defendants state the allegations in Paragraph 57 constitute  
8 legal conclusions to which no response is required. To the extent any response is required,  
9 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
10 allegations in Paragraph 57, and on that basis deny the allegations therein.

11 58. Answering Paragraph 58, Defendants state the allegations in Paragraph 58 constitute  
12 legal conclusions to which no response is required. To the extent any response is required,  
13 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
14 allegations in Paragraph 58, and on that basis deny the allegations therein.

15 59. Answering Paragraph 59, Defendants state the allegations in Paragraph 59 constitute  
16 legal conclusions to which no response is required. To the extent any response is required,  
17 Defendants lack knowledge or information sufficient to form a belief as to the truth or falsity of the  
18 allegations in Paragraph 59, and on that basis deny the allegations therein.

19 60. Answering Paragraph 60, Defendants deny the allegations in Paragraph 60.

20 61. Answering Paragraph 61, Defendants deny that Mr. Sangha's alleged promises were  
21 intended to persuade Mr. Sinkey to continue providing his services to OPEN. Defendants presently  
22 lack knowledge or information sufficient to form a belief as to the truth or falsity of the remaining  
23 allegations in Paragraph 61, and on that basis deny the allegations therein.

24 62. Answering Paragraph 62, Defendants deny the allegations in Paragraph 62.

25 63. Answering Paragraph 63, Defendants deny the allegations in Paragraph 63.

26 64. Answering Paragraph 64, Defendants deny the allegations in Paragraph 64.

27 65. Answering Paragraph 65, Defendants deny the allegations in Paragraph 65.

28 66. Answering Paragraph 66, Defendants deny the allegations in Paragraph 66.

- 1           67.     Answering Paragraph 67, Defendants deny the allegations in Paragraph 67.
- 2           68.     Answering Paragraph 68, Defendants deny the allegations in Paragraph 68.
- 3           69.     Answering Paragraph 69, Defendants deny the allegations in Paragraph 69.
- 4           70.     Answering Paragraph 70, Defendants deny the allegations in Paragraph 70.
- 5           71.     Answering Paragraph 71, Defendants deny the allegations in Paragraph 71.
- 6           72.     Answering Paragraph 72, Defendants admit the allegations in Paragraph 72.
- 7           73.     Answering Paragraph 73, Defendants deny the allegations in Paragraph 73.
- 8           74.     Answering Paragraph 74, Defendants deny the allegations in Paragraph 74.
- 9           75.     Answering Paragraph 75, Defendants deny the allegations in Paragraph 75.
- 10          76.     Answering Paragraph 76, Defendants deny the allegations in Paragraph 76.
- 11          77.     Answering Paragraph 77, Defendants deny the allegations in Paragraph 77.
- 12          78.     Answering Paragraph 78, Defendants deny the allegations in Paragraph 78.
- 13          79.     Answering Paragraph 79, Defendants deny the allegations in Paragraph 79.
- 14          80.     Answering Paragraph 80, Defendants deny the allegations in Paragraph 80.
- 15          81.     Answering Paragraph 81, Defendants deny the allegations in Paragraph 81.
- 16          82.     Answering Paragraph 82, Defendants deny the allegations in Paragraph 82.
- 17          83.     Answering Paragraph 83, Defendants presently lack knowledge or information  
18 sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 83, and on that  
19 basis deny the allegations therein..
- 20          84.     Answering Paragraph 84, Defendants presently lack knowledge or information  
21 sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 84, and on that  
22 basis deny the allegations therein.
- 23          85.     Answering Paragraph 85, Defendants presently lack knowledge or information  
24 sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 85, and on that  
25 basis deny the allegations therein.
- 26          86.     Answering Paragraph 86, Defendants deny the allegations in Paragraph 86.
- 27          87.     Answering Paragraph 87, Defendants presently lack knowledge or information  
28 sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 87, and on that



basis deny the allegations therein.

88. Answering Paragraph 88, Defendants presently lack knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 88, and on that basis deny the allegations therein.

## VI. FIRST CAUSE OF ACTION

89. Answering Paragraph 89, Defendants repeats their answers to each and every allegation of paragraphs 1 through 89 as if fully set forth herein.

90. Answering Paragraph 90, Defendants deny the allegations in Paragraph 90.

91. Answering Paragraph 91, Defendants presently lack knowledge or information sufficient to form a belief as to the truth or falsity of the allegations in Paragraph 91, and on that basis deny the allegations therein.

92. Answering Paragraph 92, Defendants deny the allegations in Paragraph 92.

93. Answering Paragraph 93, Defendants deny the allegations in Paragraph 93.

## VII. SECOND CAUSE OF ACTION

94. Answering Paragraph 94, Defendants repeats their answers to each and every allegation of paragraphs 1 through 94 as if fully set forth herein.

95. Answering Paragraph 95, Defendants deny the allegations in Paragraph 95.

96. Answering Paragraph 96, Defendants deny the allegations in Paragraph 96.

97. Answering Paragraph 97, Defendants deny the allegations in Paragraph 97.

## VIII. THIRD CAUSE OF ACTION

98. Answering Paragraph 98, Defendants repeats their answers to each and every allegation of paragraphs 1 through 98 as if fully set forth herein.

99. Answering Paragraph 99, Defendants deny the allegations in Paragraph 99.

100. Answering Paragraph 100, Defendants deny the allegations in Paragraph 100.

101. Answering Paragraph 101, Defendants deny the allegations in Paragraph 101.

102. Answering Paragraph 102, Defendants deny the allegations in Paragraph 102.

103. Answering Paragraph 103, Defendants deny the allegations in Paragraph 103.

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**IX. FOURTH CAUSE OF ACTION**

104. Answering Paragraph 104, Defendants repeats their answers to each and every allegation of paragraphs 1 through 104 as if fully set forth herein.

105. Answering Paragraph 105, Defendants deny the allegations in Paragraph 105.

106. Answering Paragraph 106, Defendants deny the allegations in Paragraph 106.

107. Answering Paragraph 107, Defendants deny the allegations in Paragraph 107.

108. Answering Paragraph 108, Defendants deny the allegations in Paragraph 108.

109. Answering Paragraph 109, Defendants deny the allegations in Paragraph 109.

**X. FIFTH CAUSE OF ACTION**

110. Answering Paragraph 110, Defendants repeats their answers to each and every allegation of paragraphs 1 through 110 as if fully set forth herein.

111. Answering Paragraph 111, Defendants deny the allegations in Paragraph 111.

112. Answering Paragraph 112, Defendants deny the allegations in Paragraph 112.

113. Answering Paragraph 113, Defendants deny the allegations in Paragraph 113.

114. Answering Paragraph 114, Defendants deny the allegations in Paragraph 114.

115. Answering Paragraph 115, Defendants deny the allegations in Paragraph 115.

**XI. SIXTH CAUSE OF ACTION**

116. Answering Paragraph 116, Defendants repeats their answers to each and every allegation of paragraphs 1 through 116 as if fully set forth herein.

117. Answering Paragraph 117, Defendants deny the allegations in Paragraph 117.

118. Answering Paragraph 118, Defendants deny the allegations in Paragraph 118.

119. Answering Paragraph 119, Defendants deny the allegations in Paragraph 119.

120. Answering Paragraph 120, Defendants deny the allegations in Paragraph 120.

121. Answering Paragraph 121, Defendants deny the allegations in Paragraph 121.

122. Answering Paragraph 122, Defendants deny the allegations in Paragraph 122.

123. Answering Paragraph 123, Defendants deny the allegations in Paragraph 123.

124. Answering Paragraph 124, Defendants deny the allegations in Paragraph 124.

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**XII. SEVENTH CAUSE OF ACTION**

125. Answering Paragraph 125, Defendants repeats their answers to each and every allegation of paragraphs 1 through 125 as if fully set forth herein.

126. Answering Paragraph 126, Defendants deny the allegations in Paragraph 126.

127. Answering Paragraph 127, Defendants deny the allegations in Paragraph 127.

128. Answering Paragraph 128, Defendants deny the allegations in Paragraph 128.

**XIII. EIGHTH CAUSE OF ACTION**

129. Answering Paragraph 129, Defendants repeats their answers to each and every allegation of paragraphs 1 through 129 as if fully set forth herein.

130. Answering Paragraph 130, Defendants admit the allegations in Paragraph 130.

131. Answering Paragraph 131, Defendants deny the allegations in Paragraph 131.

132. Answering Paragraph 132, Defendants deny the allegations in Paragraph 132.

133. Answering Paragraph 133, Defendants deny the allegations in Paragraph 133.

**XIV. PRAYER**

Answering Plaintiffs' prayer for relief, Defendants deny Plaintiffs are entitled to any relief set forth therein.

**XV. DENIAL OF ALLEGATIONS**

Defendants deny all allegations of the Complaint not expressly and specifically admitted in this Answer.

**XVI. DEFENSES**

Defendants hereby assert the following defenses, without assuming the burden of proof where the burden would not ordinarily be on the responding party. Defendants reserve the right to assert additional defenses based upon information discovered or otherwise obtained during the pendency of this action.

**FIRST AFFIRMATIVE DEFENSE**

(Uncertainty)

Plaintiffs' alleged damages, if any, are uncertain, speculative, and not capable of being determined by a finder of fact, and are not supported by law or equity.

SECOND AFFIRMATIVE DEFENSE

(Prevention of Performance)

Plaintiffs is barred and precluded from any recovery in this action by the doctrine of prevention of performance.

THIRD AFFIRMATIVE DEFENSE

(Estoppel)

Plaintiffs has engaged in conduct, activities and/or omissions by reason of which it is estopped to assert any claim or cause of action against Defendant.

FOURTH AFFIRMATIVE DEFENSE

(Accord and Satisfaction)

Plaintiffs is barred from pursuing the causes of action set forth in the Complaint due to accord and satisfaction.

FIFTH AFFIRMATIVE DEFENSE

(Novation)

Plaintiffs is barred from pursuing the causes of action set forth in the Complaint due to novation.

SIXTH AFFIRMATIVE DEFENSE

(Waiver and Laches)

Plaintiffs' claims are barred in whole or part based upon the doctrines of waiver and/or laches.

SEVENTH AFFIRMATIVE DEFENSE

(Inequitable Conduct)

Plaintiffs' claims are barred in whole or part by the inequitable conduct engaged in by Plaintiffs.

EIGHTH AFFIRMATIVE DEFENSE

(Failure to Mitigate)

Any and all recovery by Plaintiffs, if any, is barred by virtue of Plaintiffs' failure to properly mitigate their own alleged damages, if any.

NINTH AFFIRMATIVE DEFENSE

(Unjust Enrichment)

Any and all recovery by Plaintiffs, if any, would be unjust and inequitable under the circumstances of this case.

TENTH AFFIRMATIVE DEFENSE

(Ratification/Acquiescence)

Plaintiffs, by their conduct, has approved, ratified and/or acquiesced to the conduct of Defendants, and is therefore barred from maintaining this action.

ELEVENTH AFFIRMATIVE DEFENSE

(Third Parties)

Plaintiffs' damages, if any, allegedly caused by Defendants were caused, in whole or in part, by third parties and not by Defendants.

TWELFTH AFFIRMATIVE DEFENSE

(Contributory Fault and Breach by Plaintiffs)

Without admitting that Plaintiffs was in any way damaged by the actions of Defendants, the loss, if any, sustained by Plaintiffs was proximately caused and contributed to by the negligence, improper conduct, or intervening acts of Plaintiffs.

THIRTEENTH AFFIRMATIVE DEFENSE

(Unclean Hands)

Plaintiffs have engaged in careless, negligent, and other wrongful conduct, and should therefore be barred from recovering any relief against Defendants by the doctrine of unclean hands.

FOURTEENTH AFFIRMATIVE DEFENSE

(Release)

Any purported obligations alleged in the Complaint which Defendants may have owed to Plaintiffs have been released.

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FIFTEENTH AFFIRMATIVE DEFENSE

(Parol Evidence Rule)

Plaintiffs are barred from pursuing certain causes of action and remedies set forth in the Complaint due to the parol evidence rule.

SIXTEENTH AFFIRMATIVE DEFENSE

(Statute of Frauds)

Plaintiffs' claims are barred in whole or part by the statute of frauds doctrine.

SEVENTEENTH AFFIRMATIVE DEFENSE

(Knowledge)

Plaintiffs' claims are barred in whole or part based on the knowledge of the Plaintiffs and/or the knowledge of their agents in connection with the facts alleged in the Complaint.

EIGHTEENTH AFFIRMATIVE DEFENSE

(Business Judgment)

Plaintiffs' claims are barred by, and fail under, the business judgment rule and attendant California legal protections for the decisions of officers and directors.

NINETEENTH AFFIRMATIVE DEFENSE

(Setoff)

Plaintiffs' claims and sought remedies are subject to setoff.

TWENTIETH AFFIRMATIVE DEFENSE

(Violates Public Policy)

Plaintiffs' claims and sought remedies are barred as in violation of public policy.

TWENTY-FIRST AFFIRMATIVE DEFENSE

(Rescission)

Plaintiffs' claims and sought remedies are based on an alleged contract which is subject to rescission.

TWENTY-SECOND AFFIRMATIVE DEFENSE

(Reservation)

Defendant reserves the right to plead such other affirmative defenses as it becomes aware

of during discovery in this case.

TWENTY-THIRD AFFIRMATIVE DEFENSE

(Impracticality)

Defendants' performance of the alleged contract was made impractical as a result of Plaintiffs' performance.

TWENTY-FOURTH AFFIRMATIVE DEFENSE

(Impossibility)

Defendants were excused from performing when Plaintiffs rendered performance impossible by their conduct.

TWENTY-FIFTH AFFIRMATIVE DEFENSE

(Frustration of Purpose)

The purpose of the alleged contract was frustrated as a result of Plaintiffs' performance.

TWENTY-SIXTH AFFIRMATIVE DEFENSE

(Breach of Contract)

Plaintiffs are barred from recovering from Defendant on any alleged contractual obligation insofar as Plaintiffs failed to perform all of their obligations under the alleged agreement.

TWENTY-SEVENTH AFFIRMATIVE DEFENSE

(Failure to Fulfill Conditions)

Defendants allege that the Complaint, and each and every cause of action or purported cause of action contained therein, is barred and voided by Plaintiffs' failure to fulfill conditions precedent, concurrent, or subsequent.

TWENTY-EIGHTH AFFIRMATIVE DEFENSE

(Material Misrepresentations)

Defendants allege that the Complaint, and each and every cause of action or purported cause of action contained therein, is barred because of the material misrepresentations made by Plaintiffs.

TWENTY-NINTH AFFIRMATIVE DEFENSE

(Breach of the Duty of Loyalty)

Defendants allege that the Complaint, and each and every cause of action or purported cause

1 of action contained therein, is barred because of the breach of the duty of loyalty by each of the  
 2 Plaintiffs.

3 WHEREFORE, Defendants prays for judgment in their favor and against the Plaintiffs, as  
 4 follows:

5 A. That the Complaint and every cause of action against Defendants be dismissed with  
 6 prejudice;

7 B. That Plaintiffs take nothing by way of the allegations contained in their Complaint  
 8 against Defendant;

9 C. That Defendants be awarded their costs of suit herein; and

10 D. For such other and further relief as the Court deems just and proper.

11 DATED: January 25, 2019

DENTONS US LLP

12 By: /s/Andrew S. Azarmi

13 ANDREW S. AZARMI

14 Attorneys for Defendants Open Foundation d/b/a  
 15 Open Platform, Angud “Ken” Sangha, Clear  
 16 Technologies Software, Inc., and Appclarity Inc.